

**CORPORATE RESOLUTION OF
VALDIVIA PRODUCE CORP.
d/b/a HUNTS POINT TROPICAL**

Valdivia Produce Corp. d/b/a Hunts Point Tropical (the "Company"), a corporation organized under the laws of the State of New York, with an address of 134-135-136 Row A, New York City Terminal Market, Bronx, New York 10474, by and through its majority and controlling shareholder and President, Nessim Martinez, and duly acting within his capacity and authority as President of the Company, hereby sets forth:

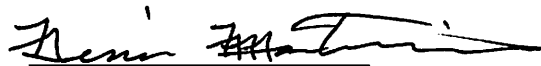
IT HAS BEEN RESOLVED upon a special meeting of the board of directors of the Company having been held that it is in the best interests of the Company, creditors, and other interested parties, to seek relief under the provisions of chapter 11 of title 11 of the United States Code;

-and-

IT HAS BEEN RESOLVED that Nessim Martinez, majority and controlling shareholder and President of the Company, is duly authorized to sign and execute a chapter 11 bankruptcy petition, all related schedules and affidavits on behalf of the Company, and to act as a representative of the Company in all such proceedings.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his name as of the date set forth below.

Dated: May 11, 2011



Nessim Martinez,
President

STATE OF NEW YORK :
: ss.
COUNTY OF NEW YORK :

On the 11 day of May 2011, before me came Nessim Martinez, to me known, who, being by me duly sworn, did depose and say that he is an officer of the corporation described herein, and which executed the foregoing corporate resolution, and acknowledged to me that he executed the same, under his authority and in his capacity as an officer of the corporation.

JOHN HALEBIAN
Notary Public, State of New York
No. 02HA4686496
Qualified in New York County
Commission Expires ~~Jan 17, 2011~~
Feb. 15, 2015

